

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)	
)	
Applications of)	
)	
Jive Communications, Inc.,)	File No. ITC-T/C-_____
Transferor)	
)	
And)	
)	
LogMeIn, Inc., Transferee)	WC Docket No. 17-_____
)	
For Consent to the Transfer of Control of)	
Jive Communications, Inc. Pursuant to)	
Section 214 of the Communications Act)	
of 1934, as Amended)	
)	
)	

JOINT DOMESTIC AND INTERNATIONAL SECTION 214 APPLICATION

Jive Communications, Inc. (“Jive” or “Transferor”) and LogMeIn, Inc. (“LogMeIn” or “Transferee,” together with Jive, the “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), and Sections 63.03, 63.04, 63.12 and 63.24 of the Federal Communications Commission’s (“Commission”) rules,¹ hereby jointly request Commission consent for the transfer of control of Jive from its current shareholders to LogMeIn (the “Proposed Transaction”). Jive is a provider of hosted Voice over Internet Protocol (“VoIP”) services and holds an international Section 214 authorization and blanket domestic Section 214 authority under Section 63.01 of the Commission’s rules.

¹ 47 C.F.R. §§ 63.03, 63.04, 63.12 and 63.24.

As described herein, the Proposed Transaction will promote the public interest by joining two non-dominant providers of VoIP services, which will enable the combined company to offer a broader suite of unified communications and collaboration services and solutions to business customers. In addition, the communication and collaboration services that will be made possible by the Proposed Transaction will allow the combined company to compete more effectively in a highly fragmented Unified-Communications-as-a-Service (“UCaaS”) space, as well as against traditional telecommunications carriers, including incumbent local exchange carriers (“ILECs”), to provide business class services.

The Applicants request streamlined treatment and processing within the timeframes specified in Sections 63.03 and 63.12 of the Commission’s rules. This Application and the Proposed Transaction meet the eligibility criteria for streamlined processing, as discussed in detail below.

I. DESCRIPTION OF THE APPLICANTS

A. Jive Communications, Inc.

Jive is a corporation organized under the laws of the state of Delaware. Founded in 2006, Jive provides enterprise-grade hosted VoIP and unified communications to businesses and institutions. Jive delivers a range of unified communications products, including voice, video, contact center, and mobile applications. Jive is one of the many players in the growing, but highly fragmented UCaaS space, and is employing technology that is rapidly becoming the standard for business communications worldwide. The Commission authorized Jive to provide

global resold international telecommunications service in 2013, and Jive provides domestic toll resale services throughout the United States.²

B. LogMeIn, Inc.

LogMeIn is a publicly traded corporation organized under the laws of the state of Delaware, and is a leading provider of web conferencing and web event platforms and services. LogMeIn's cloud-based connectivity solutions enable people and companies to connect and communicate with their workplaces, colleagues, customers, and products anywhere, at any time. LogMeIn has three wholly owned subsidiaries that hold telecommunications authorizations:

1. GetGo Communications, LLC

GetGo Communications, LLC ("GetGo Communications"), a wholly owned, indirect subsidiary of LogMeIn, is a Delaware limited liability company that holds blanket domestic Section 214 authority and international Section 214 authority granted in FCC File No. ITC-214-20130118-00015 to provide facilities-based service and resale service in accordance with sections 63.18(e)(1) and 63.18(e)(2) of the Commission's rules.³ GetGo Communications also is a competitive local exchange and interexchange carrier authorized to provide intrastate local, intrastate interexchange, and switched access services in the states of California, Florida, Georgia, Illinois, Maryland, Massachusetts, New Jersey, New York, and Texas. GetGo Communications Virginia LLC, a Virginia limited liability company, is a wholly owned subsidiary of GetGo Communications and is the certificated entity authorized to provide

² The international authorization was granted under File No. ITC-214-20130802-00209. *See* Public Notice, *International Authorizations Granted*, Rep. No. TEL-10633, DA No. 13-1924 (rel. Sep. 19, 2013).

³ 47 C.F.R. §§ 63.18(e)(1), (e)(2).

facilities-based and resold local exchange, interexchange, and access telecommunications services throughout the Commonwealth of Virginia.

2. Grasshopper Group LLC

Grasshopper Group, LLC (“Grasshopper”), a wholly owned, indirect subsidiary of LogMeIn, is a limited liability company organized under the laws of the Commonwealth of Massachusetts. Grasshopper offers integrated phone service solutions, voicemail processing, and other enhanced services to business end-users. Grasshopper holds blanket domestic Section 214 authority and international Section 214 authority granted in FCC File No. ITC-214-20090916-00417 to provide resale service in accordance with Section 63.18(e)(2) of the Commission’s rules. Grasshopper is authorized to provide competitive resold interexchange long distance telecommunications services pursuant to registration, public service commission order, or on a deregulated basis in the States of Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Illinois, Indiana, Iowa, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, South Carolina, Texas, Utah, Virginia, and Washington.

3. LogMeIn Audio LLC

LogMeIn Audio LLC (“LogMeIn Audio”), a wholly owned, indirect subsidiary of LogMeIn, is a limited liability company organized under the laws of the state of Delaware. LogMeIn Audio’s principal business is providing audio conferencing services throughout the United States. LogMeIn Audio holds blanket domestic Section 214 authority and international Section 214 authority granted in FCC File No. ITC-214-20090113-00015 to provide resale service in accordance with Section 63.18(e)(2) of the Commission’s rules.

II. DESCRIPTION OF THE PROPOSED TRANSACTION

On February 7, 2018, LogMeIn’s wholly owned, direct subsidiary, LogMeIn USA, Inc., a Delaware corporation (“LogMeIn USA”), Jazz Merger Sub, Inc., a Delaware corporation and a wholly owned, direct subsidiary of LogMeIn USA (“Merger Sub”), Jive, and a representative of the shareholders of Jive, entered into an agreement pursuant to which LogMeIn will acquire Jive. The acquisition will occur through a merger of Merger Sub, which is a special-purpose subsidiary of LogMeIn USA, with and into Jive, with Jive as the surviving entity. As a result of the merger, Jive will be a wholly owned, direct subsidiary of LogMeIn USA and a wholly owned, indirect subsidiary of LogMeIn. Jive holds domestic blanket authority by rule and an international Section 214 authorization for the provision of global resold telecommunications services, and the Applicants accordingly request Commission consent to the transfer of control of these authorizations to LogMeIn.

Diagrams of the pre- and post-Transaction corporate structure of the Applicants are provided hereto as Exhibit A.

III. THE PROPOSED TRANSACTION WILL PROMOTE THE PUBLIC INTEREST

Pursuant to Section 214 of the Act, the Commission will approve a proposed transfer of control of an authorization if it concludes that, after balancing the potential benefits and harms, doing so would serve the public interest, convenience, and necessity.⁴ The Proposed Transaction easily satisfies this legal standard.

The Proposed Transaction will create a combined company with a broader platform for innovation, with resultant benefits for competition and consumers. Specifically, the Proposed Transaction will combine LogMeIn’s broad portfolio of web conferencing and event platforms,

⁴ 47 U.S.C. § 214.

and other collaboration offerings, with Jive's hosted IP telephony and UCaaS solutions. LogMeIn's reach, scale, and resources will enhance the potential for growth and customer-focused innovation of Jive's UCaaS solutions. Further, the Proposed Transaction will enable the combined company to expand LogMeIn's existing suite of communications and collaboration products and solutions, thus enabling LogMeIn to deliver greater value and a wider variety of services to customers. As a result, the Proposed Transaction will promote competition among telecommunications carriers, VoIP providers, and other service providers in the delivery of communications solutions for small and midsize businesses, as well as large enterprise customers.

The Proposed Transaction will not diminish competition in any relevant market or otherwise harm the public interest. As a leading provider of web conferencing and web event platforms and services, LogMeIn's primary business is cloud-based connectivity and collaboration solutions. Jive provides Hosted VoIP and UCaaS products and services. While certain offerings of both Jive and LogMeIn incorporate telecommunications inputs, the collaboration solutions and UCaaS products that utilize a telecommunications functionality are complementary to, and not in competition with, each other. Specifically, LogMeIn does not currently provide UCaaS solutions. Its acquisition of Jive would add UCaaS to LogMeIn's communications and collaboration offerings. Moreover, as noted above, strengthening LogMeIn as a provider of these complementary offerings enhances its ability to compete with traditional telecommunications carriers, as well as other VoIP-based communications service providers and technology UCaaS companies, such as Skype, RingCentral, Vonage, 8x8 and numerous others.

LogMeIn does not contemplate at this time making any changes to the rates currently charged by Jive as a result of the Proposed Transaction. The Proposed Transaction will be

transparent to customers and will not result in the discontinuance, reduction, loss or impairment of service to customers. Rather, as noted, it will enable LogMeIn to make available a greater variety of high-quality innovative services to the existing customers of both LogMeIn and Jive.

IV. INFORMATION REQUIRED BY SECTION 63.24 OF THE COMMISSION'S RULES

In accordance with Section 63.24(e)(2) of the Commission's rules, the Applicants submit the following information requested in Section 63.18(a) – (d) and (h) – (p):

(a) Name, address and telephone number of each Applicant:

Transferor

Jive Communications, Inc.
1275 West 1600 North
Suite 100
Orem, UT 84057
Tel: (801) 426-5782

Transferee

LogMeIn, Inc.
320 Summer Street
Boston, MA 02210
Tel: (781) 638-9050

(b) Jurisdiction under which Applicants are organized:

LogMeIn is a corporation organized under the laws of Delaware. Jive is a corporation organized under the laws of Delaware.

(c) Correspondence concerning this Application should be addressed to:

Transferor

Benjamin King
General Counsel & Secretary
Jive Communications, Inc.
1275 West 1600 North
Suite 100
Orem, UT 84057
Tel: (385) 233-0549
bking@jive.com

with a copy to

J.G. Harrington
Cooley LLP
1299 Pennsylvania Ave., NW
Suite 700
Washington, DC 20004
Tel: (202) 776-2818
jgharrington@cooley.com

Transferee

Michael Donahue, SVP, General
Counsel & Secretary
LogMeIn, Inc.
320 Summer Street
Boston, MA 02210
Tel: (781) 638-9094
Michael.Donahue@logmein.com

with a copy to

Matthew A. Brill
Elizabeth R. Park
Latham & Watkins LLP
555 Eleventh Street, NW
Suite 1000
Washington, DC 20004
Tel: (202) 637-2200
Matthew.Brill@lw.com
Elizabeth.Park@lw.com

(d) Existing Section 214 authority:

Transferee: LogMeIn does not itself hold any Section 214 authority, but the following wholly owned subsidiaries of LogMeIn hold Section 214 authority:

GetGo Communications holds international Section 214 authority granted in FCC File No. ITC-214-2013118-00015 to provide facilities-based service and resale service in accordance with sections 63.18(e)(1) and 63.18(e)(2) of the Commission's rules.

LogMeIn Audio holds international Section 214 authority granted in FCC File No. ITC-214-20090113-00015 to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules.

Grasshopper holds international Section 214 authority granted in FCC File No. ITC-214-20090916-00417 to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules.

Transferor: Jive holds international Section 214 authority granted in FCC File No. ITC-214-20130802-00209 to provide resale service in accordance with Section 63.18(e)(2) of the Commission's rules.

(h) Name, address, citizenship, and principal business of owners with 10% or greater direct or indirect ownership interest:

Transferor:

The following are the owners of 10% or more of the equity of Jive:

Name: North Bridge Growth Equity I, L.P.
Address: 950 Winter Street
City, State, Zip: Waltham, MA 02451
Citizenship: Delaware
Principal Business: Investments
Percentage of Ownership: 26.70%

Name: John Pope
Address: 388 South 950 West
City, State, Zip: Spanish Fork, UT 84660
Citizenship: United States
Principal Business: Chief Executive Officer
Percentage of Ownership: 15.65%

Name: Michael Sharp
Address: 2155 North 600 West
City, State, Zip: Pleasant Grove, UT 84062
Citizenship: United States
Principal Business: Chief Operating Officer
Percentage of Ownership: 15.54%

Name: Stephen Todd
Address: 1614 E. Aspen Loop
City, State, Zip: Provo, UT 84606
Citizenship: United States
Principal Business: Lead Developer
Percentage of Ownership: 13.05%

Name: Andrew Skeen
Address: 121373 West 2010
City, State, Zip: Pleasant Grove, UT 84062
Citizenship: United States
Principal Business: VP Sales Engineering
Percentage of Ownership: 13.27%

No individual or entity holds a 10% or greater interest in North Bridge Growth Equity I, L.P.

There are no interlocking directorates with a foreign carrier.

Transferee:

LogMeIn is a publicly traded company and its shares are widely held. Based on a review of Schedule 13G filed with the SEC, the following entity currently owns or controls 10% or more of LogMeIn:

Name:	FMR LLC
Address:	245 Summer Street
City, State, Zip:	Boston, MA 02210
Citizenship:	Delaware
Principal Business:	Investment management
Percentage of Ownership:	10.32%

It is anticipated that no other individual or entity will own 10% or more of the outstanding shares of LogMeIn following completion of the Proposed Transaction. LogMeIn does not have any interlocking directorates with a foreign carrier.

(i) Foreign carrier certification:

LogMeIn certifies that it is not a foreign carrier and is not affiliated with any foreign carrier. Jive has the following foreign carrier affiliates (referred to collectively as the “Jive Foreign Carriers”), and upon consummation of the Proposed Transaction, LogMeIn will be affiliated with these foreign carriers:

Jive owns a 100 percent direct interest in Jive Communications Technology Canada, Ltd., which is a reseller of telecommunications services in Canada.

Jive owns a 100 percent interest (directly and indirectly through a holding company) in Jive Communications Mexico S.A. de R.L. de C.V., which is a reseller of telecommunications in Mexico.

Jive owns a 100 percent indirect interest in Jive Telecomunicações do Brasil Ltda., which holds a license to provide Multimedia Communication Services in Brazil authorizing the

provision of telecommunications and Internet services. Jive provides resale services in Brazil under this authorization.

(j) Destination country certification:

LogMeIn, as Transferee, certifies that it does not seek to provide international telecommunications services to any destination country where: (i) Transferee is a foreign carrier; (ii) any entity that owns more than 25 percent of Transferee, or that controls Transferee, controls a foreign carrier in that country; or (iii) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Transferee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

Because LogMeIn will control the Jive Foreign Carriers upon the consummation of the Proposed Transaction, LogMeIn (through its affiliates that hold international Section 214 authority) seeks to provide international telecommunications services to Canada, Mexico and Brazil, where it will control a foreign carrier.⁵

(k) Demonstration regarding market power for countries that are not WTO members:

Canada, Mexico and Brazil are each members of the World Trade Organization. In addition, as discussed below, the Jive Foreign Carriers lack market power on the Canadian, Mexican and Brazilian routes.

(l): This requirement has been deleted from the rules.

(m): Regulation as a non-dominant provider:

LogMeIn requests that, upon the consummation of the Proposed Transaction, its U.S. carrier affiliates (GetGo Communications, LogMeIn Audio and Grasshopper) be regulated as

⁵ 47 C.F.R. § 63.18(j)(2).

non-dominant providers on the routes between the U.S. and Canada, Mexico and Brazil, respectively. Each of the Jive Foreign Carriers has significantly less than a 50 percent market share in the international transport and the local access markets on the foreign end of each of these routes.⁶ The Jive Foreign Carriers only provide services on a resale basis using the services of non-affiliated carriers in those jurisdictions, and do not themselves own transport or local access facilities. Therefore, the Jive Foreign Carriers lack market power on the routes between the U.S. and Canada, Mexico and Brazil, respectively.

(n) Special concessions from foreign carriers:

Each of the Applicants certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into any such agreements in the future.

(o) Certification regarding Section 5301 of Anti-Drug Abuse Act of 1988:

The Applicants certify that no party to this Application is subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.

(p) Streamlined processing:

The Applicants seek streamlined processing of this request for consent to transfer control of Jive's international Section 214 authorization pursuant to Section 63.12. The Application qualifies for streamlined processing because (1) LogMeIn is not affiliated with any foreign carrier in any destination market, and Jive is affiliated with foreign carriers only in destination markets where it qualifies for a presumption of non-dominance under Section 63.10(a)(3);⁷

⁶ *Id.* § 63.10(a)(3).

⁷ 47 C.F.R. § 63.12(c)(1)(ii).

(2) the Applicants are not affiliated with any dominant U.S. carriers whose international switched or private line services the Applicants seek authority to resell; and (3) the Applicants do not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

V. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES

Pursuant to Section 63.04(b) of the Commission's rules for joint domestic/international Section 214 applications, the Applicants provide the information described in Section 63.04(a)(6) through (a)(12):

(6) Description of the Transaction:

The Proposed Transaction is described in Section II, above.

(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and the services provided in each area:

The respective services and operating areas of Jive and LogMeIn, and its affiliates, are as described in Section I above.

(8) Statement as to how the application fits into one or more of the presumptive streamlined categories:

The Applicants respectfully submit that this Application satisfies the criteria set forth in Section 63.03(b)(2) for presumptive streamlined processing because:

- (i) the Applicants have market share in the interstate interexchange market of less than 10 percent;
- (ii) the Applicants provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Proposed Transaction; and
- (iii) neither Applicant is dominant with respect to any telecommunications service.

(9) Other Commission applications related to the Proposed Transaction:

There are no other Commission applications related to the Proposed Transaction.

(10) Imminent business failure conditions:

No party is requesting special consideration because it is facing imminent business failure.

(11) Waiver requests sought in connection with the Proposed Transaction:

Not applicable.

(12) Public interest statement:

Consummation of the Proposed Transaction will serve the public interest, convenience, and necessity for the reasons detailed in Section III, above.

VI. CONCLUSION

For the foregoing reasons, Commission approval of this Section 214 Application will serve the public interest, convenience and necessity. Accordingly, the Applicants respectfully requests that the Commission grant the Application as expeditiously as possible pursuant to its streamlined processing procedures.

Respectfully submitted,

Jive Communications, Inc.

LogMeIn, Inc.

/s/

/s/

J.G. Harrington
COOLEY LLP
1299 Pennsylvania Ave., NW
Suite 700
Washington, DC 20004

Matthew A. Brill
Elizabeth R. Park
LATHAM & WATKINS LLP
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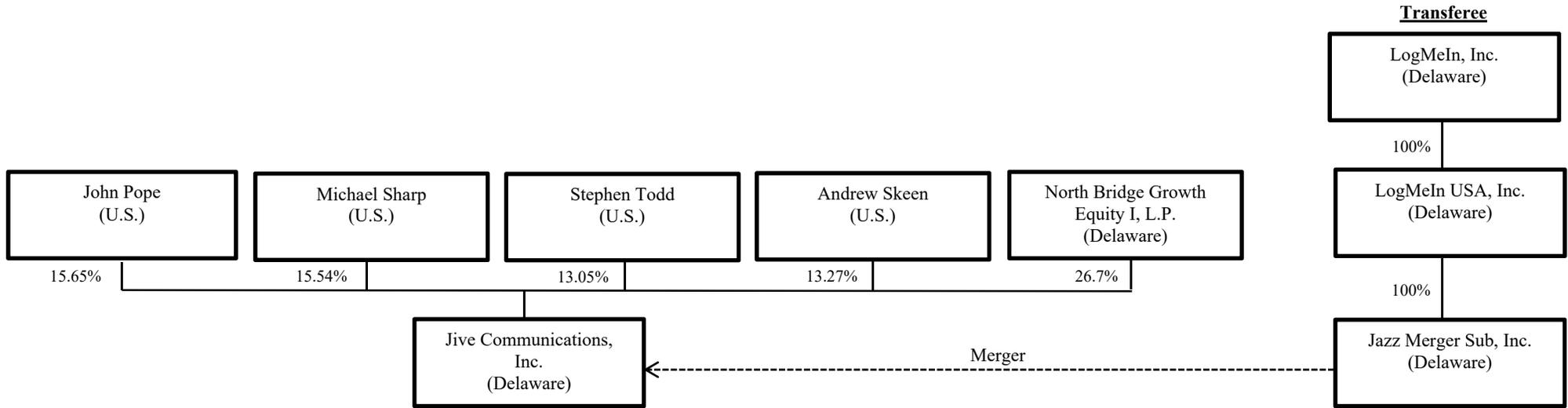
Counsel for Jive Communications, Inc.

Counsel for LogMeIn, Inc.

EXHIBIT A

Pre- and Post-Transaction Organizational Charts

Pre-Transaction Structure



Entities not regulated by the Commission and not germane to the proposed transaction are excluded.

Post-Transaction Structure



*Publicly traded; shared widely held

VERIFICATION

I, Michael J. Donahue, state that I am SVP, General Counsel and Secretary of LogMeIn, Inc.; that I am authorized to make this Verification on behalf of LogMeIn, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein, regarding LogMeIn, Inc., are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 9th day of February, 2018.

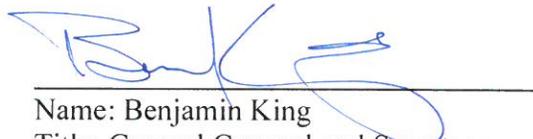


Name: Michael J. Donahue
Title: SVP, General Counsel & Secretary
LogMeIn, Inc.

VERIFICATION

I, Benjamin King, state that I am General Counsel and Secretary of Jive Communications, Inc.; that I am authorized to make this Verification on behalf of Jive Communications, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein, regarding Jive Communications, Inc., are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this ^{8th} day of February, 2018.



Name: Benjamin King
Title: General Counsel and Secretary
Jive Communications, Inc.